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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
Reorganized Debtors.	:	(Jointly Administered)
----- X	:	

**RESPONSE OF TPG CREDIT OPPORTUNITIES FUND, L.P., TPG CREDIT
OPPORTUNITIES INVESTORS, L.P. AND TPG CREDIT STRATEGIES FUND L.P.
TO THE REORGANIZED DEBTORS' FORTY-FOURTH
OMNIBUS CLAIMS OBJECTION**

TPG Credit Opportunities Fund, L.P., TPG Credit Opportunities Investors, L.P. and TPG Credit Strategies Fund L.P. (collectively, "TPG"), by and through their undersigned counsel, hereby respond (the "Response") to the *Reorganized Debtors' Forty-Fourth Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and (d) and Fed. R. Bankr. P. 3007 to (I) Modify and Allow (A) Certain Modified and Allowed Claims, (B) A Partially Satisfied Claim, and (C) Certain Partially Satisfied Scheduled Liabilities, (II) Disallow And Expunge (A) Certain Fully Satisfied Scheduled Liabilities, (B) Certain MDL-Related Claims, (C) Certain Union Claims, (D) Certain Personal Injury Claims, and (E) A Duplicate Claim, (III) Object to Certain (A) Preference-Related Claims and (B) Preference-Related Scheduled Liabilities, And (IV) Modify Certain SERP-Related*

Scheduled Liabilities (the “Forty-Fourth Omnibus Claims Objection”). In support hereof, TPG states as follows:

1. TPG is the owner of the following timely filed prepetition claims against the Reorganized Debtors: Claim Nos. 9470 and 12678 (collectively, the “TPG Claims”) which were originally filed by D&R Technology LLC (“D&R”) and Electronic Data Systems Corporation (“EDS” and together with D&R, the “Original Creditors”), respectively. The TPG Claims are listed on Exhibit I to the Forty-Fourth Omnibus Claims Objection.

2. By the Forty-Fourth Omnibus Claims Objection the Reorganized Debtors allege that the TPG Claims are asserted by claimants who are defendants in Avoidance Actions (as defined in the Forty-Fourth Omnibus Claim Objection) and that the TPG Claims are potentially subject to disallowance pursuant to section 502(d) of the Bankruptcy Code. By the Forty-Fourth Omnibus Claims Objection the Reorganized Debtors seek entry of an order merely preserving the Reorganized Debtors’ objection to the TPG Claims pending the conclusion of the Avoidance Action related to the TPG Claims.

3. The Forty-Fourth Omnibus Claims Objection, however, contains no reference or information regarding the Avoidance Action to which the TPG Claims are alleged to be related. Similarly, a review of the docket in these cases does not reveal any adversary proceedings pending against TPG or either of the Original Creditors. Additionally, counsel to the Reorganized Debtors was, upon inquiry, unable to provide any information regarding the Avoidance Actions to which the TPG Claims are alleged to be related.

4. Accordingly, the Forty-Fourth Omnibus Claims Objection should be denied with respect to the TPG Claims until the Reorganized Debtors, at a minimum, identify the Avoidance Actions to which the TPG Claims are alleged to be related.

5. TPG hereby reserves all of its rights with respect to the TPG Claims, including and without limitation, the right to supplement, modify and/or withdraw this response in whole or in part and to assert any and all such further responses to the Forty-Fourth Omnibus Claims

Objection, including any response with respect to the legal and factual basis for disputing such relief.

WHEREFORE, TPG respectfully requests that this Court enter an order: (i) denying the relief requested in the Forty-Fourth Omnibus Claims Objection with respect to the TPG Claims, (ii) requiring the Reorganized Debtors to provide TPG with information identifying and providing information with respect to the Avoidance Actions to which the TPG Claims are alleged to be related, (iii) preserving for TPG its rights to respond further to the Forty-Fourth Omnibus Claims Objection or any additional objections asserted by the Reorganized Debtors with respect to the TPG Claims, and (iv) granting such other relief as the Court deems just and proper.

Dated: March 11, 2010

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